

**HM #14: "Underworld"**  
**Written By: Steve Melching (SE DS)**  
**THIRD+FINAL+RECORD DRAFT 5/3/02**

**FADE IN:**

**EXT. PALACE OF ETERNIA - DAY**

It's a perfect Spring day. CAMERA PUSHES IN, PAST a group of CHILDREN playing on the grass, TOWARDS the Royal Palace, as we hear:

ADAM (OS)  
(imitating MAA)  
"You're going to be King someday,  
Adam" says Man At Arms.

**INT. PALACE DINING HALL - CONT.**

Huge windows give a panoramic view of the sunny day outside, mocking the two figures sitting at the long table, PRINCE ADAM and ORKO. There's an elaborate place setting in front of Adam: multiple plates, bowls, and glasses flanked by a mind-boggling array of silverware.

ADAM  
"You must learn the royal  
etiquette."

ON ADAM - He points to four almost identical-looking FORKS.

ADAM  
(shrugs, irked) How? These forks  
all look the same. But if I use  
the wrong one at a state dinner,  
watch out. It could start a war  
or something.

ORKO - he gets excited and waves a hand, doing magic.

ORKO  
Ooh, good idea!

2 FORKS levitate and take "fencing positions".

ORKO (cont'd)  
En garde!

Adam smiles and picks up the other two forks and starts "fencing" the two levitating forks. <NOTE: IF TWO FORKS VS. TWO FORKS ARE HARD TO ANIMATE, CAN BE JUST ONE vs. ONE.>

ADAM  
<LAUGHS> (then, irked) What's the big deal about table manners, anyway? A King can do whatever he wants. Take my father...

ORKO sees something OS, as Adam keeps up his "dueling" and his harangue.

ORKO (cont'd)  
(nervous) Uh...

PAN TO THE DOORWAY - REVEAL - KING RANDOR and MAN-AT-ARMS. They pause in the threshold to observe.

BACK ON ADAM - dueling and grousing.

ADAM  
(frowns) All he ever does is order people around and--

RANDOR (O.S.)  
<clears throat>

Adam freezes, horrified. Stops dueling and the levitated forks drop. CLANG. As he turns to see:

ADAM  
Father...

RANDOR & MAN-AT-ARMS - not amused as they approach.

RANDOR  
Are you studying to be King, or Court Jester? Because you are doing neither very well.

ADAM - Sets down the forks, mortified. Randor puts a hand on his shoulder.

RANDOR  
Like it or not, son, you are going to be King someday. And it's high time you start taking affairs of state seriously.

ADAM  
I do father. I mean I will...From  
now on.

RANDOR  
(wryly) I'm glad to hear you say  
that.

ANGLE - Man-At-Arms steps forward.

MAN AT ARMS  
Peace talks between the Speleans  
and the Caligars have broken down.  
King Randor has been asked to help  
them reach a settlement.

TWO SHOT - Randor eyes his son, a bit sternly.

RANDOR  
And you shall be a part of my  
Royal Entourage!

ADAM  
(forces a smile) Lucky me.

DISSOLVE TO:

**INT. SKELETOR'S THRONE ROOM - SNAKE MOUNTAIN - NIGHT**

CLOSE ON A MAGIC HOLOGRAM - of CASTLE GRAYSKULL.

SKELETOR (O.S.)  
Castle Grayskull...and lying  
within, the awesome power of the  
Elders.

Suddenly SKELETOR steps INTO FRAME, looming over the  
landmark, and we realize we're looking at a hologram.

WIDER - Skeletor regards the large 3-D image, which floats  
a few feet above the floor. WHIPLASH stands nearby, while  
EVIL-LYN & BEAST MAN are further away in the shadows.

Fury rising, Skeletor SWINGS his Havoc Staff at the  
hologram from different angles to illustrate the three  
approaches. Whiplash is too close and must DODGE the  
Staff, which IMPACTS the shimmering model (the magic energy  
has substance). By the end Whiplash is forced to take  
cover UNDERNEATH it.

SKELETOR - glares at Castle Grayskull, seething.

SKELETOR  
There must be another way!

BEAST MAN GLANCES AT EVIL-LYN AND SHRUGS HELPLESSLY.

SKELETOR (cont'd)  
  
I have tried attacks by land... by  
sea... and by air!

BEASTMAN  
Hum! Nothin' comes to mind.

EVIL-LYN  
(sneers) Now *there's* a surprise.

WHIPLASH - looks up at the hologram from his place on the floor, an idea forming in his reptilian brain.

WHIPLASH  
What if we were to attack from  
below?

SKELETOR eyes him skeptically.

PUSH IN ON WHIPLASH - as he explains.

WHIPLASH  
We can reach Grayskull By  
travelling through Subternia.

EVIL-LYN - derisive, eager to burst Whiplash's bubble.

EVIL-LYN  
Subternia is a vast and dangerous  
realm, about which we know little.

WHIPLASH - persists.

WHIPLASH  
Huh! Speak for yourself. *I* grew up  
there. (proud to skeleton) I can  
guide us.

SKELETOR - eyes Whiplash coldly, then suddenly grins. This  
is a revelation.

SKELETOR  
A surprisingly interesting idea  
from you, Whiplash.

WHIPLASH puffs with pride...as EVIL-LYN & BEAST MAN - trade  
jealous glances.

SKELETOR - paces...musing...

SKELETOR  
An attack from below...of course.  
Grayskull's walls may be made of  
the hardest stone..

He stops and raises his Havoc Staff...

SKELETOR  
...but it no doubt has a soft,  
weak underside!

...and DESTROYS the hologram with a BLAST of ENERGY!

CUT TO:

**EXT. SPELEAN CAVES - DAY**

WIDE - Randor, Adam & MAA stand at the mouth of a huge,  
forbidding CAVE. Spooky, gnarled trees loom over the Royal  
Entourage.

RANDOR  
The Spelean Kingdom.

CLOSER - Adam looks around, confused.

ADAM  
Some kingdom. No welcoming party?

MAN AT ARMS  
That's not their style.

WIDE - Randor leads the others into the cavern...

**INT. CAVE ENTRANCE- CONT.**

As RANDOR, ADAM & MAA enter the dark cave. Deep shadows  
surround them.

FAVOR ADAM - He's visibly nervous. As he passes, a pair of  
RED EYES open in the darkness.

INCLUDE ALL - The Masters walk down the tunnel; Randor & MAA totally at ease, Adam increasingly spooked. ADAM reacts to the FLITTERING sound of wings. Then a bat-like SQUEAK startles Adam from another direction.

WIDE - Suddenly several DARK FORMS surround them! The shadows come from all sides, even from above!

ADAM draws his SWORD, but MAA quickly & calmly stays his hand.

MAN AT ARMS  
Easy, Adam.

ANGLE - The Entourage is surrounded by 6 SPELEAN WARRIORS, who now come more clearly into view. They're bat-like humanoids with large ears, fierce teeth & leathery wings, and are 7 feet tall.

CLOSE ON RANDOR - Suddenly LORD DACTYS' smiling face DROPS INTO FRAME (he's upside down, hanging from the ceiling).

LORD DACTYS  
Randor, welcome.

RANDOR  
(smiles) Lord Dactys.

ADAM - whispers to Man-At-Arms:

ADAM  
(incredulous whisper) He's their King?

WIDER - Dactys drops from the ceiling and rights himself with a flap of his wings so that he lands on his feet. He's 7 1/2 feet tall! He eyes Adam with a cold, imperial stare.

LORD DACTYS  
That I am, young man. And like all Speleans, I have excellent hearing.

ADAM - embarrassed. Randor tries to smooth things over.

RANDOR  
I apologize for my son.

ANGLE - Dactys' cold look vanishes and he LAUGHS heartily.

LORD DACTYS  
<laughter> I've been apologizing  
for mine for years. (Laugh)

DACTYS leads RANDOR off. They both share a laugh.

ADAM looks embarrassed as MAA eyes him sternly.

WIPE TO:

**EXT. DARK HEMISPHERE CAVE ENTRANCE - NIGHT**

WHIPLASH faces Skeletor, Evil-Lyn and Beast Man as they stand before a jagged cave entrance. Whiplash is cocky:

WHIPLASH  
Stick close to me. If you wander  
off you could get lost forever.

BEASTMAN leers/smiles at EVIL-LYN.

BEASTMAN  
Hey, feel free ta wander off.

ANGLE - With that, Whiplash marches brashly into the cave. As they follow, EVIL-LYN makes a mock-attack gesture with her staff at BEASTMAN -- who flinches. EVIL-LYN smirks.

ON SKELETOR - enters, relishing what lies ahead.

**INT. SPELEAN FORGE - SAME TIME**

Dactys leads Randor, Adam, and MAA onto a ledge that overlooks a large cavern. We can't see what they're looking at, but everyone is lit by FIRELIGHT, & we hear SOUNDS of HAMMERING, BELLOWS WHEEZING, BUBBLING METAL, STEAM HISSING.

LORD DACTYS  
...And this is the Great Forge,  
where we do our metalwork.

OTS ETERNIANS - We get our first look at the chamber: huge FURNACES smelt metal; giant vats of MOLTEN METAL are poured into molds; Spelean WORKERS flit about the cavern, operating machinery from sitting or hanging positions:

>ANGLE - Sweaty Speleans pump a massive BELLOWS.

>A BURLY BLACKSMITH - HAMMERS a GLOWING HOT sword on an anvil, SPARKS flying with every blow.

FAVOR RANDOR - He looks out over the impressive operation, seems a bit concerned.

RANDOR  
(concerned) You seem to be making many weapons.

LORD DACTYS  
The Caligars have been stirring up trouble. I may need your sword again.

RANDOR  
(grimly)  
Let's hope it doesn't come to that.

FAVOR ADAM - As Randor & Dactys move on, an impressed Adam talks to MAA.

ADAM  
My father fought alongside Lord Dactys against the Caligars?

MAN AT ARMS  
(nods) Alongside the Caligars. They were once the Speleans allies.

ANGLE - Adam shakes his head, incredulous, impressed.

Suddenly a battered SPELEAN WARRIOR flies out of a hole in the ceiling and lands before Lord Dactys.

SPELEAN WARRIOR  
Lord Dactys.

FAVOR DACTYS - He looks over the battle-scarred soldier.

SPELEAN WARRIOR  
My patrol in Subternia encountered trespassers--

LORD DACTYS  
(quickly) Caligars!

THE WARRIOR quickly shakes his head -- gravely.

SPELEAN WARRIOR  
No. *Skeletor*.



INCLUDE ALL - shocked, grim. MAA and ADAM share a look, then MAA turns to Randor.

MAN AT ARMS

No doubt making another attempt on  
Castle Grayskull. From below.

With that, Randor whirls and starts down a tunnel.

RANDOR

Not on my watch.

Man-At-Arms, Adam, and Dactys follow.

**INT. SPELEAN CORRIDOR - DAY**

As RANDOR hurries down, MAA comes up beside him, trying to dissuade:

MAN AT ARMS

Your highness, I think it would  
be best if you returned to the  
Palace and let me handle--

RANDOR - stops and turns to face them. Dramatically:

RANDOR

No, Duncan. I made a pledge to  
defend Eternia from the forces of  
evil, and I mean to honor my word  
with my own blood, if necessary.

DACTYS - is impressed by this display.

ADAM - is equally impressed.

ADAM

(to self) Go, dad.

FAVOR RANDOR - He continues walking, a man on a mission...

**INT. DEAD END TUNNEL - CONT.**

Randor, Dactys, Adam, & MAA arrive at a HUGE FORTIFIED DOOR (think *King Kong*) at the end of a disused tunnel. A few SPELEAN GUARDS, 8 feet tall and hanging upside down in cool poses, snap to attention as their leader approaches.

LORD DACTYS

We've sealed off the entrance to  
Subternia to protect against  
Caligar aggression.

ON DACTYS - He addresses the Guard Captain.

LORD DACTYS  
Open the gates!

SPELEAN GUARDS - slide MASSIVE BOLTS aside...

FAVOR MAN-AT-ARMS - He appeals to Randor one last time.

MAN AT ARMS  
You don't even have a sword...

ANGLE - <SCHWING!> Dactys unsheathes his own ORNATE SWORD  
(unique Spelean design) and presents it to Randor.

LORD DACTYS  
The finest Spelean steel.

RANDOR - humbly accepts it.

RANDOR  
Thank you my friend. I wield this  
blade in your honor.

ANGLE - The Guards slowly PULL the heavy doors open,  
REVEALING a dark tunnel beyond...

ANGLE - MAA leads the way, followed by Randor and Adam.  
Dactys calls out to them as they go:

LORD DACTYS  
Fare well! (with a frown) And  
beware the Caligars!

The Guards push the doors closed with a resounding <BOOM>.

**INT. UNDERGROUND WATERFALL - SUBTERNIA**

EST. A spectacular WATERFALL cascading down a cliff face,  
the water disappearing into the darkness below. The area is  
illuminated by BIOLUMINESCENT MOSS on the rock walls.  
CAMERA FINDS - Four figures carefully making their way  
across the top of the falls, jumping between boulders.

CLOSER - It's Whiplash, leading the way, followed by Beast Man and Evil-Lyn, and Skeletor regally bringing up the rear.

SKELETOR  
(calls impatient) I didn't sign on  
for a sightseeing tour, Whiplash.

BEAST MAN  
(scornful, to Whiplash) You got us  
lost, didn't ya?

Whiplash <HISSES> at Beast Man, then turns to address  
Skeletor, toady like.

WHIPLASH  
Don't worry, Skeletor, we'll be  
there soon.

WIDE - They cross the falls and disappear into a tunnel...

WIPE TO:

**INT. CAVERN, STALACTITE FOREST - SUBTERNIA**

MOVING - CLOSE ON Randor, Adam, and MAA, then WIDEN TO  
REVEAL - they're making their way thru a beautiful yet  
eerie "forest" of stalactites & stalagmites. Large GLOWING  
FUNGI illuminate the cavernous area. Cavern walls are  
adorned with elaborate BAS RELIEF CARVINGS depicting a race  
of lizard men (Caligars) in battle, crowning kings,  
building cities, etc.

ADAM - stops to examine some TRACKS on the floor of the  
cave.

ADAM  
Hey look. Old bone face has been  
through here.

MAA shakes his head thoughtfully, looking over the tracks.

MAN AT ARMS  
Those tracks weren't made by  
Skeletor's forces.

ADAM looks OS, sees something.

ADAM  
(a bit nervous) Think again.

OTS MASTERS - a REPTILIAN SILHOUETTE is seen in the b.g., facing them. The contours look a lot like Whiplash & it CRACKS its tail like a whip! <HISS!>

ADAM

Whiplash.

SHWING! - AS ONE, MAA, RANDOR and ADAM all draw their swords.

**END ACT ONE**

**ACT TWO**

**INT. STALACTITE FOREST - SUBTERNIA - CONTINUOUS**

OTS "WHIPLASH" - Adam brandishes his sword -- feigning cocky, but nervous. MAA & RANDOR stand coolly -- their swords drawn.

ADAM

Allright, Whiplash. You want some?

THE CALIGAR WARRIOR - steps into the light. The heavily-muscled lizard man is of the same species as Whiplash, but his name is CERATUS. And he is furious.

CERATUS

How dare you speak that traitor's name!

ADAM

<impact GRUNT> Unnhhhh....

WIDE - Four more CALIGAR WARRIORS climb down stalactites or emerge from hiding and are about to attack our heroes!

RANDOR starts to call out, but then...

RANDOR

Wait...!

...CERATUS - SLAMS Adam with his tail and sends him sprawling...so he hits a wall.

RANDOR scowls and heads in to protect his son, sword raised.

MAA is charged by a Warrior -- MAA DODGING his tail then CLOBBERING him with his MACE... But just then...

Another Warrior LASHES his tail around the Mace, grabbing it. MAA activates a button on his ARM CANNON -- firing an ENERGY BLAST that hits the Warrior and sends him FLYING.

CERATUS - WHIPS his tail at Randor, who dodges. The heavy tail instead SHATTERS a stalagmite -- which falls and sends Ceratus off balance.

RANDOR brandishes his sword (in a cool way) at the off balance Ceratus, but doesn't strike.

RANDOR

Stop this madness, Ceratus!

CERATUS - confused, then suddenly recognizing/realizing:

CERATUS

Can it be? Captain Randor...?

RANDOR - lowers his sword. With gravitus:

RANDOR

I am *King* Randor, of Eternia. And  
I have come on an urgent mission.

CERATUS adopts a less threatening posture. A bit respectful:

CERATUS

King Randor. What is this  
mission?

INCLUDE ALL - The Caligars release MAA, and he and Adam approach Randor.

RANDOR

We are tracking Skeletor. Who's on  
a mission to conquer us.

CALIGAR WARRIOR #2 steps in, scowling, hisses accusingly.

CALIGAR WARRIOR #2

Lies. He carries the sword of a  
Spelean!

CERATUS eyes Dacty's sword (that Dactys gave to Randor)  
then scowls suspiciously, with growing anger.

ADAM asides to MAA.

MAA signals Adam to say or do nothing.

RANDOR nods at Ceratus.

RANDOR

It is true I carry Spelean steel.  
They are our allies, as your  
people once were-- (meaningfully)  
...when I fought beside you both.

CERATUS - looks a bit wistful, a bit bitter about this.

CERATUS

That was...long ago.

RANDOR - approaches him, places a hand on his shoulder.

RANDOR

Once we have completed our mission, I vow to mediate a peace treaty between your people and the Speleans.

CERATUS - smiles hopefully, but grimly.

CERATUS

I suspect you'd have an easier time defeating Skeletor. (calls to the others) Let them pass!

WIDE - With that, Ceratus and his Warriors stand aside. Randor, Adam, and MAA continue on their way...

FAVOR ADAM - as he Adam looks at his dad through new eyes -  
- with pride and near-awe.

ADAM

Dad, father...that was...amazing.

RANDOR says nothing, keeps eyes ahead, intent on his mission.

MAA arches an eyebrow at Adam, as if to say - see, what've I been telling you?

#### **INT. LAVA CHAMBER - SUBTERNIA**

OUR HEROS come TOWARDS CAMERA, exiting a lava tube-like tunnel. They stop & look at the vista before them, as we: REVEAL that their tunnel empties into a vast cavern. RIVULETS OF MOLTEN LAVA ooze out of cracks in chamber walls & collect in a reservoir. LEDGES caused by the fracturing of earthquake FAULTS connect various TUNNELS that open into the chamber. Natural STONE BRIDGES arch gracefully between PILLARS of rock that rise from the roiling lava. It's spectacular.

FAVOR MAN-AT-ARMS - He spots their quarry, points:

MAN AT ARMS

There they are!

ANGLE - Skeletor, Whiplash, Evil-Lyn, and Beast Man make their way across one of the bridges some distance away.

RANDOR - draws his sword and cries out:

RANDOR  
Skeletor!

FAVOR SKELETOR - He and the others turn to look.

SKELETOR  
(surprised) Randor! (calls,  
relishing) When last we met you  
were about to perish in the abyss.  
How I hate unfinished business!

With his last line, Skel fires a BLAST from his Havoc Staff!

OUR HEROS - THE BLAST strikes the rock below them,  
SHATTERING it... and causing the mouth of the tube to  
COLLAPSE!

ANGLE - Randor, Adam, and MAA pitch forward and FALL from  
the crumbling ledge...plummeting downwards...

...land hard, on their backs on a narrow ROCK BRIDGE.

FAVOR RANDOR - He and the others get to their feet, he  
realizes the precarious ground they're on.

RANDOR  
Quickly!

WIDER - They race across the bridge, hot lava churning  
below.

SKELETOR many yards away, gleefully takes POT SHOTS with  
his Havoc Staff.

ADAM - bringing up the rear, as chunk of rock is blasted  
from beneath him & he slips and falls down -- still on the  
bridge.

RANDOR & MAA make it to a rock pillar at the other end of  
the bridge, & realize Adam is down. <FROM THIS PLACE,  
THEY'RE SOMEWHAT SHIELDED FROM SKEL & MINIONS BY ROCKY  
OUTCROPPINGS.>

RANDOR  
Adam!



ADAM - A BLAST hits the bridge in front of him...SEVERING it! It starts to CRUMBLE. Adam halts, eyes wide...

RANDOR - looks on in worry, as...ANGLE - ...the bridge starts to COLLAPSE! Adam turns and runs back the way he came.

CHUNKS OF THE BRIDGE - SPLASH into the molten lava!

SKELETOR

(Laughing)

TRACK ADAM - The stone CRUMBLES away just behind his feet as he runs. At the last second he LEAPS toward the tunnel mouth where the bridge joins the sheer rock wall.

ADAM - ARCS through the air... and GRABS onto the lip of a tunnel opening just in time!

OVERHEAD ANGLE - As the remains of the bridge PLUNGE into the lava river below, Adam climbs into the tunnel.

RANDOR assesses the situation -- Adam totally disconnected from them...and calls out.

RANDOR

Adam, go! Find your way back to the surface!

ADAM - stands helplessly at the mouth of the tunnel.

ADAM

But--

ADAM POV - ZOOM ON MAA - who nods.

CLOSE ON ADAM - nods imperceptibly, getting it...then ADJUST as he hurries into the tunnel & out of sight.

ADAM

Right.

ON THEIR PILLAR - MAA sees an adjacent PILLAR -- maybe five yards away and a bit below them... but just then the connecting MINI-BRIDGE gets blasted away by a SKELETOR blast.

MAA realizes their predicament. Then RANDOR pulls him down as a BLAST whizzes past...DOWN LOW - MAA turns to RANDOR.

MAN AT ARMS  
We're trapped.

SKELETOR is on an area several yards above them and to the side. Skeletor grins.

SKELETOR  
(coy, sinister) Not necessarily.  
There's always "down."

With that, SKELETOR fires a BLAST of his HAVOC STAFF...which strikes the pillar just above the level of the magma. The stone starts to CRACK ominously...

**INT. TUNNEL - CONT.**

ADAM - out of sight now, raises his sword to TRANSFORM:

ADAM/HE-MAN  
I have the power!

**INT. LAVA CHAMBER - SUBTERNIA - CONT.**

ANOTHE BLAST strikes the PILLAR. It begins to WOBBLE as its base CRUMBLES faster. WIDEN TO Randor & MAA - struggling to maintain balance.

SKELETOR - watches with glee, whirls and heads off. Whiplash, Evil-Lyn & Beast Man cast final happy/sinister glances at the doomed heroes and follow.

SKELETOR  
<cackles> On to Grayskull!

THE PILLAR - wobbling and crumbling. Randor & MAA alarmedly look for a way out as it starts to FALL, as we...

**END ACT TWO**

**ACT THREE**

**INT. LAVA CHAMBER - SUBTERNIA - CONTINUOUS**

The pillar TOPPLES like a huge tree.

MAA FLIPS OPEN the top of his Mace, revealing a GRAPPLING HOOK.

MAN AT ARMS  
Grab onto me, your Highness!

ANGLE - As RANDOR hangs onto him, MAA FIRES the grappler, which trails a line.

THE HOOK - PUNCHES into a nearby cliff face.

THE PILLAR - FALLS away beneath them. MAA & Randor SWING over the lava pool...

ANGLE - ...and into the cliff, legs-first.

THE PILLAR - PLUNGES into the magma, causing a big SPLASH.

ON MAA & RANDOR - Lava SPATTERS the cliff face around them.

CLOSE - MAA hits another button on his Mace...

WIDER - ...and the line RETRACTS, PULLING Man-At-Arms and Randor up the rock wall to safety...

#### **INT. LOST CITY - SUBTERNIA**

WHIPLASH leads Skeletor, Evil-Lyn & Beast Man into another large subterranean cavern. The walls all glow with AMBER PHOSPHORESCENCE <ALT: hundreds of softly GLOWING MULTI-COLORED CRYSTALS are imbedded in the walls, but MAKE SURE THIS DOESN'T RESEMBLE CRYSTAL CHAMBER> which illuminate the amazing sight before them. They stop.

BEASTMAN  
Whoa. Musta took a wrong turn.

REVERSE - The fantastic RUINS of an ancient city lay before them. Cobblestone roads wind thru crumbling blocks of buildings. Monuments to long-forgotten heroes are toppled & broken. All the art and architecture is in the same style as that of Castle Grayskull.

SKELETOR  
Fool. Look at the architecture.  
(awe) The lost city of the  
Ancients who built Castle  
Grayskull!

WHIPLASH sidles up to Skeletor, proud and toadying.

WHIPLASH

Got you here, just like I  
promised.

EVIL-LYN rolls her eyes.

EVIL-LYN  
Kiss up.

SKELETOR blasts away a large wall of rubble to REVEAL, on the other side of the city, a huge, skull-shaped gate that is nearly identical to Castle Grayskull's aboveground entrance.

SKELETOR - is thrilled.

FAVOR WHIPLASH - He's quite self-satisfied. RACK FOCUS to Evil-Lyn and Beast Man, who stand nearby glowering at him.

BEASTMAN  
(grumpy) I smell a promotion.

WIDE SHOT - They make their way toward the Castle gate.

AT JAWBRIDGE - Skeletor & minions stand before the huge gate, which is the underground version of the JAWBRIDGE. Skeletor is energized -- he's so close to his goal!

SKELETOR  
Ahhhh!

SKELETOR  
This door is all that stands  
between me and Ultimate Power.

ANGLE - Skeletor reaches out and touches the gate -- but a CHARGE of MAGIC ENERGY zaps his hand and sends him REELING.

SKELETOR  
<aaaaarrrrgh!> Force field!

Suddenly, we HEAR -- and SKELETOR spins to see:

RANDOR (OS)  
Skeletor!

REVEAL - RANDOR & MAA posed dramatically on an adjacent perch. They brandish their weapons.

RANDOR  
You will not enter Castle  
Grayskull!

SKELETOR sneers and pivots, then lifts his HAVOC STAFF and  
BLASTS at the JAWBRIDGE - a fantastic EXPLOSION!

SKELETOR  
Allow me to offer a second  
opinion!

SKELETOR  
Destroy them all!

Beastman

Growl!

A smiling SKELETOR and his Minions shield themselves from  
debris, as smoke fills the scene..

RANDOR & MAN-AT-ARMS - thru the smoke look on in horror.

RANDOR  
No...!

THE JAWBRIDGE - falls open!

SKELETOR - sneers at Randor, then turns to the door way...

SKELETOR  
The power of Grayskull is--

ON SMOKY PORTAL - HE-MAN dramatically steps thru the smoke,  
standing defiantly in the threshold.

HE-MAN  
You were saying?

SKELETOR - surprised gasp, then fierce scowl.

SKELETOR (cont'd)  
<Gasp>

RANDOR & MAA - happily relieved; Randor incredulous as  
well.

RANDOR  
How did He-Man know to--?

MAN AT ARMS  
(covering) I have no idea.

FAVOR SKELETOR - He fires his HAVOC STAFF, blasting at He-Man, even as he calls to his minions:

HE-MAN - parries the havoc staff blast.

WIDE- As Whiplash & Beastman charge at them...MAA & RANDOR separate, by doing acrobatic aerial somersaults...and winding up in battle positions.

HE-MAN - fired on by Havoc Staff blasts, whips his sword in a deft circular motion to parry a chest-level BLAST, then does a standing aerial somersault to avoid a low blast.

RANDOR spin/leaps onto a low formation to DODGE a BLOW from Whiplash's tail...then does a spinning/leap back down -- as he wallops with his SWORD - sending Whiplash reeling back....

EVIL-LYN - casts a spell:

EVIL-LYN  
"Spears of stone, hanging dark,  
pierce them both, to the heart."

STALACTITES - BREAK from the cave ceiling & streak towards MAA and RANDOR!

He-Man parrying back Skel's blast sees this, reacts worried:

HE-MAN  
(to self) Father...

MAA DEPLOYS his shield to DEFLECT stalactites! RANDOR uses his sword to do the same... but the things are coming fast & furious.

HE-MAN WHOMPS a BLAST back at Skeletor --- who goes reeling.

SKELETOR  
Eyyyaaaagh....!

ON RANDOR and MAA - as HE-MAN comes acrobatically leaping in to help...and starts battling back incoming stalactites.

PAN - BEASTMAN ducks deflected stalactites...TO WHIPLASH, getting up off the ground as a stalactite whizzes past his head.

RANDOR sees: SKELETOR getting up, and races off towards him.

ANGLE - He-Man looks to see where Randor is going, but as he's distracted a HUGE STALACTITE smashes into him and sends him reeling backwards, dazed.

SKELETOR - with the battle raging OS, smiles slyly, starts for the entrance to Grayskull.

NEAR THE THRESHOLD - ...a foot suddenly flies in from OS and KICKS Skel's Havoc Staff out of his hands.

SKELETOR

Wha--?\_

RANDOR -- stands there dramatically, sword poised.

RANDOR

We have a score to settle.

SKELETOR - draws his TWIN SWORDS.

SKELETOR

(with malice) So we do.

TWO SHOT - They begin an epic duel. Skeletor's 2 blades clashing against Randor's one blade. RANDOR ducks to avoid one blade, even as he parries the second.

MAA battles back the last stalactite -- as he sees Whiplash and Evil-Lyn coming towards him. Behind him, HE-MAN stirs, hurriedly/urgently starts to get up to come to MAA's aid -- but also seeing OS Randor's plight.

FAVOR MAA -- sensing He-Man wants to help Randor -- even as the two evil minions approach -- tells him:

MAN AT ARMS

(urgently) I'll draw fire. Go.

HE-MAN nods and races OS.

MAA draws the attention of the two evil Warriors -- (Evil-lyn and Whiplash) then athletically darts off, drawing their fire, as they give chase.

WHIPLASH

Get him!

RANDOR & SKELETOR - duel furiously in the ruins. The skilled swordsmen slash and parry with amazing speed...

ANGLE -...but with two swords, Skeletor steadily drives Randor back.

HE-MAN races to come to Randor's aid, but then...

BEASTMAN - up on a raised area, cracks his whip, gleeful, as in response...

WIDE - ...a GIANT WORM CRITTER (see Ties That Bind/Teela story) ERUPTS through the cave floor! <Huge creature with a toothy maw, armored head. Very nasty.> It CUTS off He-Man's route. FIERCE ROAR.

HE-MAN - as the "worm" darts its head this way & that like a cobra poised to strike, He-Man suddenly leaps acrobatically.

As the WORM strikes at the leaping He-Man -- he rolls up in a ball and changes direction mid-air....so that the creature's attacking head instead is on a trajectory for Beastman.

ZOOM ON BEASTMAN - as the worm's armored head impacts him.

BEAST MAN

<surprised GASP!> <pained impact>

FAVOR SKELETOR - filled with rage & glee, battles Randor back to a wall...then Randor ducks down, blocking the high blow of one sword with his own sword....

Skeletor looms over Randor, his second sword raised, poised to make a telling last blow...

SKELETOR

You took my face, Randor. Today I take your life...and then your kingdom!



SKELETOR - raises his sword to deliver the final blow. He swings downward...but another blade suddenly BLOCKS it!

ANGLE - He-Man has arrived, and locked swords with Skeletor.

HE MAN  
Not very sporting to hit a man  
when he's down.

SKELETOR - swings his other sword at He-Man, who drops back and parries. The final duel begins.

RANDOR - recovers and stands, raising his blade.

THREE SHOT - Now Skeletor faces two opponents. He uses one sword against each -- but despite his prowess -- deft moves, acrobatic spins -- they're better.

He-Man, Randor, Skeletor

(Fighting Grunts)

ANGLE - He-Man and Randor fight side-by-side, steadily driving Skeletor back...

FAVOR RANDOR and He-Man -- now controlling the battle -- suddenly they do the same spectacular move... <reminiscent of Randor's move in the Pilot episode> DISARMING Skeletor simultaneously!

SKELETOR'S SWORDS - CLATTER to the stone floor.

WIDE - Skeletor stares down the weapons leveled at him.

HE MAN  
It's over, Skeletor.

SKELETOR  
Never.

THE HAVOC STAFF - flies into Skeletor's outstretched hand!

SKELETOR - fires a BLAST! He-Man and Randor dive...

BEASTMAN comes riding in on the GIANT WORM and grabs Skeletor and they make off.

MAA - is under cover, trading blasts with Evil-Lyn and Whiplash...when he sees Skeletor and Beastman come past on the worm, who stops at a tunnel entrance. Skeletor and Beastman leap off and dart into the tunnel.

WHIPLASH & EVIL-LYN see this, turn tail & run after Skeletor.

HE-MAN & RANDOR

(Grunts)

HE-MAN & RANDOR - As MAA comes racing in.

MAN AT ARMS

If we hurry, we can catch them--

RANDOR

(smiles wryly) I don't think that will be necessary, Duncan. I suspect Skeletor has a surprise waiting for him...

MAA looks off the way the Warriors fled then smiles, realizing.

#### **INT. TUNNEL - SUBTERNIA**

Whiplash leads the demoralized Skeletor, Evil-Lyn, and Beast Man back through the Subternian underworld.

LOW ANGLE - A pair of reptilian feet. PAN UP TO REVEAL Ceratus and his Caligar Warriors.

SKELETOR - with caution.

SKELETOR

Friends of yours, Whiplash?

ON WHIPLASH - terrified, starting to back off...but then 2 Caligars drop into shot behind him.

WHIPLASH

N-Not exactly.

CERATUS - smiles darkly as the Caligar Warriors advance...

CERATUS  
Welcome home, traitor.

DISSOLVE TO:

**INT. PALACE DINING HALL - CONT.**

Prince Adam walks thru the entrance doors to the dining hall with MAA and a hovering Orko.

ADAM  
Oh, You should've seen my father,  
Orko. He was like a different  
person, charging into battle,  
defeating Skeletor...

MAN AT ARMS  
(knowingly) I told you that a good  
King must have many skills.

MAA indicates OS. Adam sees what's there and freezes.

The table set for an elaborate dinner. Randor smiles at them:

RANDOR  
Lord Dactys is joining us for a  
state dinner, Adam! I trust you  
know the Royal Etiquette...?

ADAM gets worried look. And as MAA looks on wryly, we...

ADAM  
<worried MOAN>

**FADE OUT.**  
**THE END**

**MORAL TAG**

**INT. PALACE BANQUET HALL - DAY**

ADAM  
Leadership isn't just telling people what to do.  
On Randor calming the beast down.

**ADAM (CON'T)**

**(O.S.) It's about leading by example and standing up for  
what is right.**

**Back on Adam**

**ADAM (CONT'D)  
Until next time.**

**FADE OUT.**